

April 25, 2001

**I hereby certify that by unanimous written consent of the Board of Directors ("Board") of The Prudential Insurance Company of America (the "Corporation"), in lieu of holding a formal meeting, the following resolutions were adopted on December 15, 2000:**

**WHEREAS**, the Board, with the recommendation of the management of the Corporation, authorized management to proceed to develop a plan under Chapter 17C of Title 17 of the New Jersey Revised Statutes (the "Demutualization Law") by which the Corporation would become a stock life insurer and an indirect wholly owned subsidiary of Prudential Financial, Inc., a New Jersey corporation (the "Holding Company"), and to discuss the proposed plan with the New Jersey Department of Banking and Insurance (the "Department") with a view to presenting a plan to the Board for consideration at a future date;

**WHEREAS**, there has been prepared and submitted to the Board for prior review a definitive form of Plan of Reorganization, including the exhibits thereto, a copy of which is attached hereto as Exhibit A (the "Plan"), providing for the conversion of the Corporation to a stock insurer and for certain related transactions as described in the Plan (the "Reorganization");

**WHEREAS**, there has been prepared and submitted to the Board for prior review a draft of a Policyholder Information Booklet (the "Information Booklet"), describing the transactions contemplated by the Plan, and including, among other things, draft forms of the Notice of Public Hearing to be Held by the Commissioner of the Department (the "Commissioner") on the Plan (the "Hearing Notice") and the Notice of Policyholders' Meeting to Vote on the Plan (the "Special Meeting Notice");

**WHEREAS**, the Board has examined the Plan and the Information Booklet, and has discussed and considered the Reorganization, the Plan and the Information Booklet at its special meeting held on December 12, 2000 and at prior meetings;

**WHEREAS**, the Board has received the advice of the Corporation's financial advisers, J.P. Morgan Securities, Inc. ("J.P. Morgan") and Goldman, Sachs & Co., its actuarial consultant, Daniel J. McCarthy of Milliman & Robertson, Inc. and its outside counsel, LeBoeuf, Lamb, Greene & MacRae, L.L.P., Sullivan & Cromwell, McDermott, Will & Emery and The Groom Law Group, Chartered, regarding the Reorganization, and has received the written opinion of J.P. Morgan dated the date hereof, a copy of which is attached hereto as Exhibit B (the "Fairness Opinion"), that the distribution of common stock of the Holding Company, cash and policy benefits upon the extinguishment of the policyholders' membership interests pursuant to the Plan is fair to the Eligible

Policyholders (as defined in the Plan), as a group, from a financial point of view, the written opinion of Daniel J. McCarthy as to certain actuarial matters, and the written opinions of LeBoeuf, Lamb, Greene & MacRae, L.L.P. and The Groom Law Group, Chartered, as to certain legal matters; and

**WHEREAS**, the Corporation's management has recommended to the Board that the Board approve and adopt the Plan and the transactions contemplated thereby, including the amendment and restatement of the Charter and By-laws of the Corporation.

**NOW, THEREFORE, BE IT RESOLVED**, that the Board, believing that the Plan (a) specifies the manner in which the Reorganization shall occur and the reasons for the Reorganization, (b) is fair and equitable to the policyholders of the Corporation, (c) promotes the best interest of the Corporation and its policyholders, (d) provides for the enhancement of the operations of the reorganized Corporation, (e) is not contrary to law and (f) is not detrimental to the public, hereby approves and adopts the Plan in the form submitted to the Board and discussed at its December 12, 2000 meeting.

**RESOLVED FURTHER**, that the officers of the Corporation (the "Authorized Officers") be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and deliver the Plan in the form approved herein, under the Corporation's corporate seal attested by its Secretary or Assistant Secretary, if necessary or appropriate, to make such modifications to the Plan as are appropriate to correct errors, clarify existing items or make additions to correct manifest omissions in the Plan, and to consider and prepare, from time to time, such amendments to the plan as they deem necessary or appropriate and to recommend such amendments to the Board for its consideration;

**RESOLVED FURTHER**, that the Authorized Officers be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to prepare for filing with the Commissioner, pursuant to Section 4.a. of the Demutualization Law and Section 10.1(b) of the Plan, an application for the Commissioner's approval of, and permission to reorganize pursuant to, the Plan (the "Application"), which Application shall include the Fairness Opinion, a business plan for the Corporation including five-year financial projections, a certification that the Plan has been duly adopted by action of not less than three-fourths of the members of the entire Board, the actuarial memoranda accompanying the certifications of the Corporation's actuarial consultant, Daniel J. McCarthy of Milliman & Robertson, Inc., as required by Section 3.d.(4) of the Demutualization Law, certified copies of the proposed amended and restated charter and amended and restated bylaws of the Corporation, the Hearing Notice and Special Meeting Notice, any information provided to the Board in connection with its review and approval of the Plan, except materials that are protected by attorney-client privilege, any other additional information that the Corporation believes is necessary, and any other additional information that the Commissioner deems necessary.

**RESOLVED FURTHER**, that the Authorized Officers be, and each hereby is, authorized, empowered and directed, in the name on behalf of the Corporation, to take such actions, execute such documents and do or cause to be done any and all such other acts or things as such Authorized Officers may, in their discretion, deem necessary, proper, appropriate, or advisable including, without limitation, meeting and filing documents, with, and seeking action from, state and federal regulatory agencies, to carry out the intent of the foregoing resolutions.

**I further certify that the following resolution was adopted by the Board of the Corporation on April 6, 2001 by action of not less than three-fourths of the members of the entire Board:**

**WHEREAS**, the Board of Directors of the Corporation deems it advisable that Prudential Financial, Inc. a New Jersey corporation "Prudential Financial", which is a wholly-owned subsidiary of the Corporation and which will, upon the demutualization of the Corporation, become the indirect parent of the Corporation, issue up to 10,000,000 shares of a class of common stock designated Class B Stock; and

**WHEREAS**, on December 15, 2000 (the "Adoption Date"), the Board adopted a Plan of Reorganization, as subsequently amended and restated (the "Plan"), under Chapter 17C of Title 17 of the New Jersey Revised Statutes (the "Demutualization Law") by which the Corporation would become a stock life insurer and an indirect wholly owned subsidiary of Prudential Financial (the "Reorganization"); and

**WHEREAS**, the Board has determined that it is desirable to make certain further amendments to the Plan, pursuant to Section 14.10 of the Plan, and to restate the Plan in its entirety; and

**WHEREAS**, the Board deems it advisable that Prudential Financial enter into subscription agreements providing for the purchase and sale of the Class B Stock; and

**NOW, THEREFORE, BE IT RESOLVED**, that the Board approves the proposed Amended and Restated Certificate of Incorporation and By-laws of Prudential Financial attached to these resolutions as Exhibit 1 and authorizes them to be attached to the Plan, as amended and restated; and

**FURTHER RESOLVED**, that the Board approves the proposed Amended and Restated Charter of the Corporation attached to these resolutions as Exhibit 2 and authorizes it to be attached to the Plan, as amended and restated; and

**FURTHER RESOLVED**, that the Board, believing that the Plan as amended and restated in the form attached hereto as Exhibit 3 (the "Amended and Restated Plan") (a) specifies the manner in which the Reorganization shall occur and the reasons for the Reorganization, (b) is fair and equitable to the policyholders of the Corporation, (c) promotes the best interest of the Corporation and its policyholders, (d) provides for the enhancement of the operations of the reorganized Corporation, (e) is not contrary to law and (f) is not detrimental to the public, hereby approves the Amended and Restated Plan

pursuant to Section 14.10 of the Plan, such amendments to relate back to and be considered to take effect as of the Adoption Date; and

**FURTHER RESOLVED**, that the officers of the Corporation (the "Authorized Officers") be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and deliver the Amended and Restated Plan in the form approved herein, under the Corporation's corporate seal attested by its Secretary or Assistant Secretary, if necessary or appropriate, to make such modifications to the Amended and Restated Plan as are appropriate to correct errors, clarify existing items or make additions to correct manifest omissions in the Amended and Restated Plan, and to consider and prepare, from time to time, such additional amendments to the Amended and Restated Plan as they deem necessary or appropriate and to recommend such amendments to the Board for its consideration; and

**FURTHER RESOLVED**, that, pursuant to the Subsidiary Policy Statement adopted by this Board on February 8, 2000, Prudential Financial is authorized to execute and deliver one or more Subscription Agreements, subject to approval by its board or a committee thereof of the terms, conditions and limitations therein, providing for the issuance and sale by Prudential Financial of up to 10,000,000 shares of Class B Stock; and

**FURTHER RESOLVED**, that Prudential Holdings, LLC, a wholly-owned indirect subsidiary of the Corporation, is hereby authorized to issue indebtedness in a principal amount not to exceed \$1,800,000,000 (the "IHC Debt"), subject to approval by its board of the terms, conditions and limitations thereof, upon the demutualization of the Corporation and to obtain bond insurance covering the scheduled principal and interest payments on the IHC Debt; and

**FURTHER RESOLVED**, that the Authorized Officers be, and each hereby is, authorized, empowered and directed, in the name on behalf of the Corporation, to take such actions, execute such documents and do or cause to be done any and all such other acts or things as such Authorized Officers may, in their discretion, deem necessary, proper, appropriate, or advisable, subject to the approval of the Law Department, including, without limitation, meeting and filing documents, with, and seeking action from, state and federal regulatory agencies, to carry out the intent of the foregoing resolutions.

**I further certify that the following resolution was adopted by the Board of the Corporation on April 25, 2001 by action of not less than three-fourths of the members of the entire Board:**

**WHEREAS**, the Board of Directors of the Corporation deems it advisable that Prudential Financial, Inc. a New Jersey corporation "Prudential Financial", which is a wholly-owned subsidiary of the Corporation and which will, upon the demutualization of the Corporation, become the indirect parent of the Corporation, issue up to 2,000,000 shares of a class of common stock designated Class B Stock; and

**WHEREAS**, on December 15, 2000 (the "Adoption Date"), the Board adopted a Plan of Reorganization, as subsequently amended and restated (the "Plan"), under Chapter

17C of Title 17 of the New Jersey Revised Statutes (the "Demutualization Law") by which the Corporation would become a stock life insurer and an indirect wholly owned subsidiary of Prudential Financial (the "Reorganization"); and

**WHEREAS**, the Board has determined that it is desirable to make certain further amendments to the Plan;

**NOW, THEREFORE, BE IT RESOLVED**, that the Board approves the proposed Amended and Restated Certificate of Incorporation of Prudential Financial attached to these resolutions as Exhibit 1 and revised Schedule 3.3( c)(i) attached to these resolutions as Exhibit 2 and authorizes them to be attached to the Plan, as amended, in lieu of the current version of such documents; and

**FURTHER RESOLVED**, that the Accounting and Inter-Business Transaction Policy and the Investment Policy Statement for the Surplus and Related Assets attached hereto as Exhibits 3 and 4, respectively are hereby adopted; and

**FURTHER RESOLVED**, that the officers of the corporation ("Authorized Officers") be, and each hereby is, authorized, empowered and directed, in the name on behalf of the Corporation, to take such actions, execute such documents and do or cause to be done any and all such other acts or things as such Authorized Officers may, in their discretion, subject to review and approval by the Law Department, deem necessary, proper, appropriate, or advisable including, without limitation, meeting and filing documents, with, and seeking action from, state and federal regulatory agencies, to carry out the intent of the foregoing resolutions.

**I further certify that the above resolutions have not since been altered or rescinded, except insofar as the Plan has been amended and restated as of April 6, 2001 and amended April 25, 2001.**

**I certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.**

**I further certify that as Secretary of Prudential, I am authorized to and did execute this certification on behalf of Prudential.**

Secretary